

COMMISSIONERS
JEFF HATCH-MILLER - Chairman
WILLIAM A. MUNDELL
MARC SPITZER
MIKE GLEASON
KRISTIN K. MAYES



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
 Executive Director

DAVID RABER
 Director, Corporations Division

GENERAL FILING INSTRUCTIONS
FOR

ARTICLES OF DOMESTICATION
(Pursuant to ARS §§10-222 & 10-3222)

ALL CORPORATIONS DOMESTICATING INTO ARIZONA MUST COMPLY WITH THE FOLLOWING:

1. Make sure that the corporate name you are using is available for use by your corporation. (The name may be formally reserved for 120 days for a fee of \$10.00.) If you are a holder of a tradename that is identical or non-distinguishable from the proposed name, you will be asked to provide a copy of the tradename certificate or "received" copy of the tradename application. Names may be checked on our website (www.cc.state.az.us/corp/filings/namingpolicy.htm). Web access is available to the public at our Phoenix and Tucson offices.
2. Deliver the completed original Articles of Domestication (and one (1) or more exact copies) to the Commission. Your filed copy will be returned to you when all requirements have been satisfied. Notarization is not required.
3. The domestication must be executed by a duly authorized officer.
4. Statutory Agent must provide a physical street/location address (A P.O. Box may also be shown, however, a physical street/location address must be furnished). A statutory agent may be either an individual Arizona resident, a domestic corporation or limited liability company, or foreign corporation or limited liability company authorized to transact business in Arizona.
5. The Certificate of disclosure must be signed and dated, within 30 days of delivery to this office, by a duly authorized officer.
6. If the person executing the documents has a power of attorney authorizing him/her to do so, a copy of the document granting authority must be included with the filing.
7. Attach a Certificate of Existence (Good Standing) duly authenticated by the official having custody of the corporate records in the jurisdiction in which the corporation was incorporated before the transfer of domicile.
8. Pay the required (U.S.) Fees. Please make check payable to the Arizona Corporation Commission. Expedited service is available for an additional \$35.00 fee.

	<u>Regular</u>		<u>Expedited</u>		<u>Regular</u>
	<u>Expedited</u>				
Business	\$100.00	\$135.00	Non-Profit	\$100.00	\$135.00

9. **AFTER FILING THE ARTICLES, THEY MUST BE PUBLISHED.** Within sixty (60) days after filing with the Commission, there must be published in a newspaper of general circulation in the county of the known place of business in Arizona, for three (3) consecutive publications, of a copy of your APPROVED Articles of Domestication. A list of acceptable newspapers in each county will accompany the approval letter and is posted on the Commission web site at www.cc.state.az.us/corp. Within ninety (90) days after filing, an Affidavit evidencing the publication must be filed with the Commission

ALL DOCUMENTS FILED WITH THE ARIZONA CORPORATION COMMISSION ARE PUBLIC RECORD. AS SUCH, ALL DOCUMENTS ARE OPEN FOR PUBLIC INSPECTION

DOMESTIC PROFIT OR NONPROFIT ARTICLES OF DOMESTICATION CHECKLIST

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Cover Sheet

- ☐ Attach a completed cover sheet to the filing.

Corporation Name

- ☐ Check name for availability on our website (www.cc.state.az.us/corp/filings/namesrch.htm).
☐ If applicable, Attach copy of trade name Certificate, or Declaration of Trade Name Assignee, or Declaration of Holder of Trade Name.

Certificate of Disclosure

- ☐ Check Box A or B. If B, attach required information.
☐ Check part C, Yes or No. If yes, attach required information.
☐ Affix signature(s) of officer(s). Must be dated within 30 days of delivery to the Commission.

Articles of Incorporation

- ☐ Indicate the proposed name of the corporation.
☐ Provide the name of the state or jurisdiction that the corporation was originally incorporated and the date of its incorporation.
☐ Indicate initial business / affairs.
☐ Indicate the number of shares of stock corporation is authorized to issue, series, class and preference, if any (profit only).
☐ Indicate the street address of the known place of business in Arizona. May be in care of the address of the statutory agent
☐ Indicate the name and address of the statutory agent (If a statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location).
☐ Indicate the name(s) and address(es) of the board currently serving as directors. Minimum of one.
☐ Indicate whether the corporation will or will not have members (Nonprofit only).
☐ Indicate the date of adoption by the Board of Directors, Shareholders and Members.

Fees

- ☐ Attach check for filing fee. \$100.00. Additional \$35.00 for expedited services. Made payable to the Arizona Corporation Commission.
☐ Execute check.

Publication

- ☐ You must publish a copy of your articles of Domestication in a newspaper of general circulation in the county of the known place of business in Arizona, for three (3) consecutive publications. A list of acceptable newspapers will accompany the approval letter and is posted on the Commission web site at www.cc.state.az.us/corp. **Do not** publish until documents have been approved.
☐ File Affidavit of Publication with the Arizona Corporation Commission.

ARTICLES OF DOMESTICATION
OF A
TAX-EXEMPT NONPROFIT CORPORATION

[Name of Corporation]

1. Name.

The name of the Corporation is _____.

2. Original Incorporation.

The Corporation was originally incorporated in the State of _____ and the date of its incorporation in that state was _____, ____.

3. Documents Furnished.

The official in charge of corporate filings in the jurisdiction in which the Corporation was previously incorporated will be provided with a copy of the Articles of Domestication filed in the State of Arizona.

4. Purpose.

The purpose for which the corporation is organized is:

5. Character of Affairs

The Character of Affairs of the corporation will be:

6. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section _____ of the Internal Revenue Code of _____ (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section _____ of the Internal Revenue Code of _____ (or the corresponding provisions of any future United States Internal Revenue Laws).

7. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section ____ of the Internal Revenue Code of ____ (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose

8. Board of Directors.

The board of directors currently consist of _____ director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

9. Known Place of Business in Arizona

The street address of the known place of business of the Corporation is:

10. Statutory Agent. (In Arizona)

The name and address of the statutory agent of the Corporation is:

11. Discrimination Policy

☐ (check this box, if this provision will apply to your corporation.) **DISCRIMINATION:** The corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

12. Members (Check One)

The corporation _____ will _____ will not have members.

13. Adoption.

These Articles of Domestication have been adopted in accordance with A.R.S. §10-3221. They were adopted by the Board of Directors on _____, _____ and by the members, if the corporation has members, on _____, _____.

14. Acceptance of State Laws.

Upon transfer of domicile of the Corporation to Arizona, the Corporation accepts and will be subject to the laws of Arizona.

15. Shares. ☐ (check this box, if this provision will apply to your corporation.)

All issued shares have been converted and designated as membership interests in the corporation.

Hereafter, the corporation shall not have, nor issue shares.

DATED this _____ day of _____, _____.

[Name of Corporation]

By _____

[Name] [Title]

Acceptance of Appointment

By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this _____ day of _____, _____.

Signed _____

[Print Name Here]

[If signing on behalf of a company serving as statutory agent, print company name here]

Pursuant to A.R.S. §10-3223, these Articles of Domestication are accompanied a Certificate of Disclosure, and a Certificate of Good Standing duly authenticated by the official having custody of the corporate records in the jurisdiction in which the corporation was originally incorporated.